

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

February 1, 1999

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 22039 FILED

FEB 23 '99

9-30AM

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Locomotive Lease Agreement dated as of March 17, 1998 ("**Memorandum**") between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	CSX Transportation, Inc. 500 Water Street, J-220 Jacksonville, FL 32202

The equipment involved in this transaction is as follows:

Equipment:	Twenty-four (24) locomotives more fully described in <u>Schedule A</u> attached to the Memorandum.
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Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,


Alison Drain
Document Administrator

/ad
Enclosures (2)

MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

FEB 23 '99

9-30AM

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum") is dated as of March 17, 1998 and is intended to evidence that certain Locomotive Lease Agreement dated as of March 17, 1998 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, described in Schedule A hereto ("Units") and Lessee has leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR**HELM FINANCIAL CORPORATION**By: 

Print Name: Richard C. Kirchner

Title: President

LESSEE**CSX TRANSPORTATION, INC.**By: 

Print Name: John W. Basso

Title: Vice President

SCHEDULE A TO THE MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT

THE UNITS

Description: Twenty-four (24), C-36-7E, six(6) axle locomotives.

New Reporting Marks:

Old Reporting Marks:

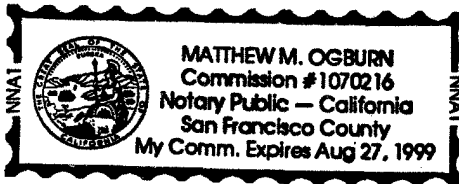
1.	HLGX 6805	NS 8003
2.	HLGX 6806	NS 8005
3.	HLGX 6807	NS 8007
4.	HLGX 6808	NS 8025
5.	HLGX 6809	NS 8028
6.	HLGX 6810	NS 8033
7.	HLGX 6811	NS 8035
8.	HLGX 6812	NS 8044
9.	HLGX 6813	NS 8071
10.	HLGX 6814	NS 8073
11.	HLGX 6815	NS 8040
12.	HLGX 6816	NS 8063
13.	HLGX 6817	NS 8015
14.	HLGX 6818	NS 8020
15.	HLGX 6819	NS 8036
16.	HLGX 6820	NS 8037
17.	HLGX 6821	NS 8045
18.	HLGX 6822	NS 8046
19.	HLGX 6823	NS 8052
20.	HLGX 6824	NS 8053
21.	HLGX 6825	NS 8060
22.	HLGX 6826	NS 8061
23.	HLGX 6827	NS 8062
24.	HLGX 6828	NS 8069

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 18, 1999, before me, Matthew M. Ogburn, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Matthew M. Ogburn
SIGNATURE OF THE NOTARY

[Notarial Seal]

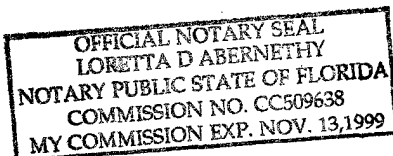
STATE OF FLORIDA)
) S.S.
COUNTY OF DUVAL)

On January 25, 1999, before me, LORETTA D. ABERNETHY, personally appeared JOHN W. BASSO, VICE PRESIDENT of **CSX TRANSPORTATION, INC.**,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Loretta D. Abernethy
SIGNATURE OF THE NOTARY

[Notarial Seal]